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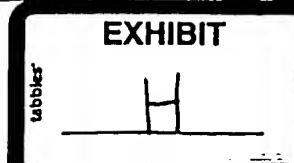
February 1, 1999

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**PERSONAL AND CONFIDENTIAL
VIA UPS NEXT DAY AIR**

Joseph F. DiAngelo
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Dear Joe:



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Joseph F. DiAngelo
February 1, 1999
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Sincerely,

LEWIS & KAPPES


Gary P. Price

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